

Company Registration No. 03379174 (England and Wales)

GILBRAN (MANAGEMENT) LIMITED

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 DECEMBER 2008

MONDAY



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GILBRAN (MANAGEMENT) LIMITED

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GILBRAN (MANAGEMENT) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2008

The directors present their report and financial statements for the year ended 31 December 2008.

Principal activities

The principal activity of the company is to manage and co-ordinate the affairs of the Gilbran Group.

Directors

The following directors have held office since 1 January 2008:

N Smith

J Button

S Bailey

(Resigned 9 February 2009)

(Appointed 9 February 2009)

Charitable donations

2008

2007

£

£

During the year the company made the following payments:

Charitable donations

-

7,800

Auditors

In accordance with the company's articles, a resolution proposing that Gerald Edelman be reappointed as auditors of the company will be put at a General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GILBRAN (MANAGEMENT) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board



N Smith

Director

20 October 2009

GILBRAN (MANAGEMENT) LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF GILBRAN (MANAGEMENT) LIMITED

We have audited the financial statements of Gilbran (Management) Limited for the year ended 31 December 2008 set out on pages 5 to 11. These financial statements have been prepared in accordance with the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

GILBRAN (MANAGEMENT) LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF GILBRAN (MANAGEMENT) LIMITED

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 31 December 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

Emphasis of matter

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 1.1 to the financial statements concerning the company's ability to continue as a going concern. The company's principal source of finance is the loan from the parent company; at the date of this report no finance has been put in place to settle this obligation. This indicates the existence of a material uncertainty which may cast significant doubt on the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern.



Gerald Edelman

20 October 2009

**Chartered Accountants
Registered Auditor**

25 Harley Street
London
W1G 9BR

GILBRAN (MANAGEMENT) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	2008 £	2007 £
Turnover		325,000	352,500
Cost of sales		(116,894)	-
Gross profit		208,106	352,500
Administrative expenses		(661,978)	(901,198)
Other operating income		42,179	20,531
Operating loss	2	(411,693)	(528,167)
Investment income	3	-	3,437
Other interest receivable and similar income	3	74,118	54,860
Interest payable and similar charges		(9,611)	(2,513)
Loss on ordinary activities before taxation		(347,186)	(472,383)
Tax on loss on ordinary activities	4	(253)	-
Loss for the year	10	(347,439)	(472,383)

GILBRAN (MANAGEMENT) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2008

	Notes	2008 £	£	2007 £	£
Fixed assets					
Tangible assets	5		38,084		34,493
Investments	6		24,865		14,865
			<u>62,949</u>		<u>49,358</u>
Current assets					
Debtors	7	1,400,622		922,310	
Cash at bank and in hand		3,922,370		105,143	
		<u>5,322,992</u>		<u>1,027,453</u>	
Creditors: amounts falling due within one year	8	(7,509,630)		(2,853,061)	
Net current liabilities			<u>(2,186,638)</u>		<u>(1,825,608)</u>
Total assets less current liabilities			<u>(2,123,689)</u>		<u>(1,776,250)</u>
Capital and reserves					
Called up share capital	9		2		2
Profit and loss account	10		(2,123,691)		(1,776,252)
Shareholders' funds			<u>(2,123,689)</u>		<u>(1,776,250)</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

Approved by the Board for issue on 20 October 2009


N Smith
Director

Company Registration No. 03379174

GILBRAN (MANAGEMENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The financial statements have been prepared on a going concern basis. The directors have undertaken a review of future trading activities and consider the going concern basis for the preparation of accounts to be appropriate. The directors also confirm the support available from the parent company for the foreseeable future.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Leasehold	over 5 years
Fixtures, fittings & equipment	25% Reducing balance

1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.6 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2 Operating loss	2008 £	2007 £
Operating loss is stated after charging:		
Depreciation of tangible assets	12,695	9,744
Auditors' remuneration	-	20,000
- Audit work	20,000	
- Tax work	7,500	
- Accounts work	2,500	
Directors' emoluments	5,225	5,035

GILBRAN (MANAGEMENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

3	Investment income	2008	2007
		£	£
	Income from fixed asset investments	-	3,437
	Bank interest	1,234	14,295
	Other interest	72,884	40,565
		<u>74,118</u>	<u>58,297</u>

4	Taxation	2008	2007
		£	£
	Domestic current year tax		
	Adjustment for prior years	253	-
		<u>253</u>	<u>-</u>
	Current tax charge	<u>253</u>	<u>-</u>

There is no provision for corporation tax due to losses made during the year.

5	Tangible fixed assets	Land and buildings	Plant and machinery etc	Total
		£	£	£
	Cost			
	At 1 January 2008	-	31,737	31,737
	Additions	26,305	16,286	42,591
		<u>26,305</u>	<u>48,023</u>	<u>74,328</u>
	At 31 December 2008	<u>26,305</u>	<u>48,023</u>	<u>74,328</u>
	Depreciation			
	At 1 January 2008	5,261	18,288	23,549
	Charge for the year	5,261	7,434	12,695
		<u>10,522</u>	<u>25,722</u>	<u>36,244</u>
	At 31 December 2008	<u>10,522</u>	<u>25,722</u>	<u>36,244</u>
	Net book value			
	At 31 December 2008	<u>15,783</u>	<u>22,301</u>	<u>38,084</u>
	At 31 December 2007	<u>21,044</u>	<u>13,449</u>	<u>34,493</u>

GILBRAN (MANAGEMENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

6 Fixed asset investments

	Unlisted investments £
Cost	
At 1 January 2008	14,865
Additions	10,000
	<u>24,865</u>
At 31 December 2008	24,865
Net book value	
At 31 December 2008	<u>24,865</u>
At 31 December 2007	<u>14,865</u>

7 Debtors

	2008 £	2007 £
Trade debtors	419,644	-
Amounts owed by group companies	913,333	-
Other debtors	67,645	922,310
	<u>1,400,622</u>	<u>922,310</u>

8 Creditors: amounts falling due within one year

	2008 £	2007 £
Bank loans and overdrafts	4,475	-
Trade creditors	44,445	28,023
Amounts owed to group companies	7,430,654	2,723,710
Taxation and social security	56	7,580
Other creditors	30,000	93,748
	<u>7,509,630</u>	<u>2,853,061</u>

GILBRAN (MANAGEMENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

9	Share capital	2008 £	2007 £
	Authorised		
	100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

10 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 January 2008	(1,776,252)
Loss for the year	<u>(347,439)</u>
Balance at 31 December 2008	<u>(2,123,691)</u>

11 Control

The company is a wholly owned subsidiary of Gilbran Holdings Limited. The ultimate controlling party is N Smith, the director.

GILBRAN (MANAGEMENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

12 Related party transactions

Included in debtors is the amount due from the following fellow subsidiaries at year end:

Gilbran (Watford) Limited £19,623 (2007: nil)
Gilbran (Leicester) Limited £13,501 (2007: nil)
Gilbran Truro LLP £163,750 (2007: nil)
Gilbran Europe Limited £124,028 (2007: nil)
Gilbran (Ashford) Limited £29,960 (2007: nil)
Gilbran (Freemans Wharf) Limited £24,828 (2007: nil)
Gilbran (High Wycombe) Limited £17,105 (2007: nil)
Gilbran (Exeter) Limited £630 (2007: nil)
Gilbran (Taunton) Limited £35,498 (2007: nil)
Gilbran (Liverpool) Limited £28,166 (2007: £nil)
Gilbran (Plymouth) Limited £25,132 (2007: nil)
Gilbran (Great West Road) Limited £48,976 (2007: nil)
Gilbran (Halesowen) Limited £242 (2007: nil)
Gilbran Funding Limited £285 (2007: nil)
Gilbran Trading Limited £5,625 (2007: nil)
Gilbran (Lichfield) Limited £24,781 (2007: nil).
Gilbran Reit Limited £350,000 (2007: nil)

There are no terms of repayment or interest attached to these amounts.

Included in creditors is the amount due to the following fellow subsidiaries at year end:

Gilbran (Solent) Limited £21,914 (2007: nil)
Gilbran (Leafield) Limited £4,610 (2007: nil)
Gilbran (Wyndham Portfolio) Limited £65,495 (2007: nil)
Gilbran (Portsmouth) Limited £95,353 (2007: nil)
Gilbran (Welywn) Limited £87,272 (2007: nil)
Gilbran (Chichester) Limited £69,703 (2007: nil)
Asset Load (W2) Limited £416,135 (2007: nil)
Gilbran Group £2,675,627 (2007: nil)
Amount due to parent company: Gilbran Holdings Limited £3,994,545 (2007: £2,723,710).

Turnover represents amount of £325,000 (2007: £352,500) receivable from fellow subsidiaries as management fees.

During the year the company paid rent of £28,000 to N Smith, the director.